



**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE**

Assistant Commissioner of Patents  
Box Assignments  
Washington, D.C. 20231

OCT 17 2001  
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**DECLARATION OF OWNERSHIP PURSUANT TO 37 CFR § 2.20**

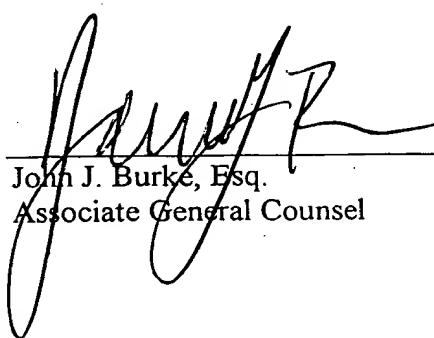
1. I, John J. Burke, hereby declare that I am an Associate General Counsel for UBS PaineWebber Inc. ("UBS PaineWebber").

2. UBS PaineWebber was formed pursuant to a merger agreement between UBS AG ("UBS") and Paine Webber Group Inc. PaineWebber Incorporated ("PaineWebber") was a wholly owned subsidiary of Paine Webber Group Inc. UBS PaineWebber filed a Certificate of Amendment of Certificate of Incorporation, which is attached hereto, on March 5, 2001, with the Delaware Secretary of State to reflect the corporate name change.

3. UBS PaineWebber, a Delaware corporation with offices at 1200 Harbor Blvd. Weehawken, New Jersey 07087, has acquired all right, title and interest in and to all assets and liabilities of PaineWebber, including all patents, trademarks and other intellectual property of PaineWebber. A list of patent applications currently filed with the U.S. Patent Office is attached hereto as Exhibit A.

4. The undersigned being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. 1001, and that such willful false statements and the like may jeopardize the validity of the application or document or any registration resulting therefrom, declares that all statements made of his/her own knowledge are true; and all statements made on information and belief are believed to be true.

Dated: September 6, 2001

  
John J. Burke, Esq.  
Associate General Counsel



State of Delaware  
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PAINEWBBER INCORPORATED", CHANGING ITS NAME FROM "PAINEWBBER INCORPORATED" TO "UBS PAINEWBBER INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF MARCH, A.D. 2001, AT 9 O'CLOCK A.M.

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Harriet Smith Windsor  
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1245744

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DATE: 07-16-01



STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 03/05/2001  
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CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
PAINWEBBER INCORPORATED

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is PaineWebber Incorporated.
2. The certificate of incorporation of the corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article I the following new Article I:

ARTICLE I

NAME

The name of the corporation is:

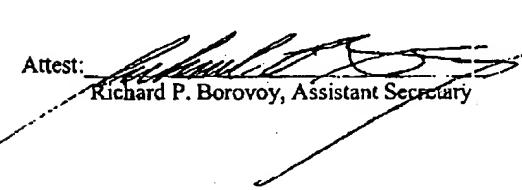
UBS PaineWebber Inc.

3. The amendment of the certificate of incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 141, 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on March 5, 2001

By: Geraldine L. Banyai  
Geraldine L. Banyai, Corporate Vice President

Attest:

  
Richard P. Borovoy, Assistant Secretary



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UBS PAINEWELLER INC.

Incumbency Certificate

I, Richard P. Borovoy, Assistant Secretary of UBS PaineWebber Inc., a Delaware corporation (the "Company"), DO HEREBY CERTIFY as follows:

The below-named person has been duly elected, has duly qualified and at all subsequent times to and including the date hereof, has been an officer of the Company, holding the office set opposite his name, and the signature below set opposite his name is his genuine signature or true facsimile thereof:

Name

Office

Signature

John J. Burke

Corporate Vice President

A handwritten signature in black ink, appearing to read "John J. Burke". It is written over a horizontal line.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of the Corporation this 19<sup>th</sup> day of March, 2001.

A handwritten signature in black ink, appearing to read "Richard P. Borovoy". It is written over a diagonal line.